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Delivered by email to:

LinhThu_Do@txs.uscourts.gov (9.18pm GMT + 1, June 7, 2018)

June 7, 2018

United States Courthouse
 United States Bankruptcy Court
 Southern District of Texas
 Houston Division
 515 Rusk Avenue
 Houston, TX 77002.

Attention: The Court Case Manager, Ms. LinhThu Do

Dear Ms. LinhThu Do,

CASE NUMBER: 18-32106 DEBTORS' EMERGENCY MOTION FOR THE ENTRY OF AN ORDER PURSUANT TO SECTIONS 105 (A) AND 362 OF THE BANKRUPTCY CODE – LETTER UNDER PROTEST

The above subject matter and our previous letter to you dated May 8, 2018 refer.

We remain Counsel to Zenith Bank Plc, a Secured Creditor of Erin Petroleum Nigeria Limited (both companies registered under the laws of the Federal Republic of Nigeria). We write this letter to reiterate our opposition to the attempts by the Applicant to drag two Nigerian companies, Zenith Bank Plc (a secured creditor of Erin Petroleum Nigeria Limited) and Erin Petroleum Nigeria Limited into the proceedings before the Honorable Court of Judge Marvin Isgur. Our previous letter to you aforesaid, annexed an Affidavit of Facts which set out a number of facts of the relationship between Erin Petroleum Nigeria Limited and Zenith Bank Plc which had not previously been brought to the Court's attention. Our letter and Affidavit further detailed our opposition to these proceedings specifically on the ground that this Honorable Court, with respect, lacks the requisite jurisdiction to deal with the matters brought before it in relation to Erin Petroleum Nigeria Limited and Zenith Bank Plc.

For the avoidance of doubt, Zenith Bank Plc asserts that this Honorable Court has no jurisdiction to deal with the matters that have been brought before it respecting the said Nigerian companies for the following reasons:

1. That Erin Petroleum Nigeria Limited, obtained the Order of the Federal High Court made on May 25, 2018 (registering the Judgment/Order of the United States Bankruptcy Court for the Southern District of Texas, Houston Division, in the case of Erin Energy Corporation *et al* (Debtors), Case No. 18-32186 made on the May 1, 2018) by suppressing and concealing material facts from the Court.

2. That Zenith Bank Plc is not a party to the Voluntary Petition for Chapter 11 Bankruptcy filed under the United States Bankruptcy code from which the Judgment/order of the United States Bankruptcy Court for the Southern District of Texas dated May 1, 2018 arose.
3. That Erin Petroleum Nigeria Limited, being a Company incorporated at the Corporate Affairs Commission (CAC), under the Companies and Allied Matters Act, Cap C20, Laws of the Federation of Nigeria, 2004 (CAMA) is a Nigerian Company, governed and subject to Nigerian Laws and matters relating to arrangement and compromise involving a company incorporated under the Laws of Nigeria have been sufficiently provided for from sections 537 – 540 of CAMA.
4. That the appropriate Court clothed with jurisdiction to hear any matter relating to arrangement and compromise with creditors of a Company incorporated under the Laws of Nigeria is the 'Federal High Court of Nigeria' to the exclusion of any other Court; and the Judgment/Order of the United States Bankruptcy Court for the Southern District of Texas dated May 1, 2018, on the application of Erin Energy Corporation of the United States of America (registered by an order of this Honourable Court made on May 25, 2018) is an attempt to usurp the powers of the Federal High Court of Nigeria as conferred upon it by section 251 of the 1999 Constitution of the Federal Republic of Nigeria (as amended) and section 567 of CAMA.
5. That in view of the grounds contained in paragraphs 3 and 4 above, the United States Bankruptcy Court for the Southern District of Texas lacked the requisite jurisdiction to make the Judgment/Order made in relation to Erin Petroleum Nigeria Limited dated May 1, 2018 (now registered by an order of the Federal High Court in Nigeria made on May 25, 2018).
6. That the enforcement of the Judgment/Order the United States Bankruptcy Court for the Southern District of Texas dated May 1, 2018 in relation to Erin Petroleum Nigeria Limited (now registered by an order of the Federal High Court in Nigeria made on May 25, 2018) would be contrary to public policy in Nigeria as it directly curtails the use and exploitation of oil reserves contained in assets belonging to the Federal Government of Nigeria in OMLs 120 and 121.
7. That the Judgment/Order made by the United States Bankruptcy Court for the Southern District of Texas dated May 1, 2018, upon the Application of Erin Energy Corporation blurs the trite and fundamental principle of Separate Legal Personalities as established in the locus classicus case of Salomon v Salomon [1877] AC 22, and further unequivocally enshrined in Section 37 of the Companies and Allied Matters Act, Cap C20, LFN, 2004; as Erin Energy Corporation and Erin Petroleum Nigeria Limited are distinct legal entities and an Order binding one cannot be binding on the other.
8. That the interest of Zenith Bank Plc being a secured creditor of Erin Petroleum Nigeria Limited was not considered or heard before the Judgment/Order dated May 1, 2018 was made by the United States Bankruptcy Court for the Southern District of Texas, usurping the power of the Federal High Court of Nigeria

9. That by all apparent facts and indices, the United States Bankruptcy Court for the Southern District of Texas, Houston Division in granting an order purported to bind Zenith Bank Plc (a Nigerian licensed bank and a company which, legally speaking is subject to Nigerian laws) in the case of Erin Energy Corporation et. al Debtors with Case No. 18-32186, assumed universal jurisdiction.
10. That the Order of the United States' Bankruptcy Court for the Southern District of Texas, Houston Division, seeks to restrain a completed act as prior to the Order of this Honourable Court made on May 25, 2018 (registering the Judgment/Order ("Judgment") of the United States Bankruptcy Court for the Southern District of Texas, in the case of Erin Energy Corporation et. al (Debtors), Case No. 18-32186 delivered on the May 1, 2018), Zenith Bank Plc had on May 18, 2018 enforced the security provided under the Deed of Legal Charge between to Erin Petroleum Nigeria Limited and Zenith Bank Plc dated May 14, 2015 by appointing a Receiver/Manager over the Plaintiff/Respondent.
11. That Erin Petroleum Nigeria Limited's misrepresentation and concealment of material facts has led to a denial of fair hearing to Zenith Bank Plc. as the application upon which the Order of this Honourable Court made on May 25, 2018 was granted, was brought Ex Parte, never affording Zenith Bank Plc and indeed all secured and unsecured creditors of the Plaintiff/Respondent, the opportunity to be heard.
12. That Zenith Bank Plc as a secured creditor of the Applicant, Erin Petroleum Nigeria Limited, was not a party to the Petition before the Bankruptcy Court for the Southern District of Texas, Houston Division, in the case of Erin Energy Corporation *et al* (Debtors), Case No. 18-32186.
13. That Zenith Bank Plc as a secured creditor of Erin Petroleum Nigeria Limited and Nigerian licenced Bank was not afforded the right to Fair Hearing as enshrined in Section 36 of the 1999 Constitution of the Federal Republic of Nigeria (as Amended) in the consideration of the Order of the United States Bankruptcy Court for the District of Texas, by the Federal High Court in Nigeria.

Further to this position, Zenith Bank Plc has also taken a number of legal steps and filed a number of processes before the appropriate courts in Nigeria which have the jurisdiction to deal with the relationship between Erin Petroleum Nigeria Limited and Zenith Bank Plc and the issues that have arisen out of that relationship. The legal documents which Zenith Bank Plc has filed in Nigeria Courts to challenge the proceedings brought in the United States by Erin Petroleum Nigeria Limited are pending for determination before the Nigerian Courts and are enclosed hereto for your ease of reference. They are as follows:

1. Affidavit of Facts dated May 8, 2018;
2. Application dated June 4, 2018 to Set Aside the Order of Nigerian Federal High Court made on May 25, 2018; and
3. Deed of Appointment of Receiver/Manager of Erin Petroleum Nigeria Limited (in- Receivership) dated May 18, 2018.

This is also without prejudice to any other further legal steps which are available to Zenith Bank Plc within the ambit of Nigerian law.

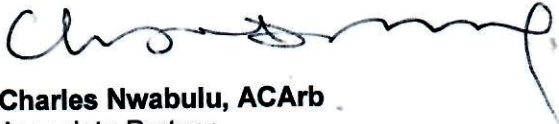


This letter serves therefore to request you, LinhThu Do as Case Manager of this Court, or such other officer of the Court as may be competent by law to do so, to bring this letter and its annexures, in the interest of justice, to the urgent attention of the Court before 0900 Hours (Houston, Texas time) on June 8, 2018; and to kindly confirm receipt by return mail.

Please accept our professional regards.

Yours sincerely,

FOR: KENNA PARTNERS



Charles Nwabulu, ACarb
Associate Partner

Enclosures/ Attachments

In copy to, and served on

1. **Erin Energy Corporation –** **lionel.mcbee@erinenergy.com**
AND
2. **Erin Energy Corporation's Attorneys**
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3. **Erin Petroleum Nigeria Limited**
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(Debtor to Zenith Bank Plc)
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